

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS SPECIAL FINANCING INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

**Monarch Master Funding Ltd**  
Name of Transferee

**DEUTSCHE BANK AG, LONDON BRANCH**  
Name of Transferor

Name and Address where notices to transferee should be sent:

C/O Monarch Alternative Capital LP  
535 Madison Avenue  
26th Floor  
New York, NY 10022  
Attn: Michael Gillin  
Email: michael.gillin@monarchlp.com;  
fundops@monarchlp.com  
Phone: (212) 554-1743

Court Claim # (if known): 21894  
Amount of Claim: \$237,802,450.90  
Amount of Claim Transferred: \$75,000,000.00  
Date Claim Filed: September 21, 2009

Name and Address of Transferor:

DEUTSCHE BANK AG, LONDON BRANCH  
c/o Deutsche Bank Securities Inc.  
60 Wall Street  
New York, New York 10005  
Attn: Rich Vichaidith  
Email: richard.vichaidith@db.com

Name and Address where transferee payments should be sent (if different from above): N/A

**\*\*PLEASE SEE ATTACHED DOCUMENTS\*\***

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

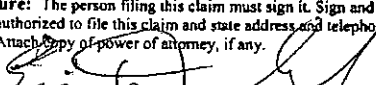
**Monarch Master Funding Ltd**  
By: Monarch Alternative Capital LP  
Its: Advisor

By:   
Name: Christopher Santana  
Title: Managing Principal

Date June 24, 2011

**EXHIBIT A**

Proof of Claim

<b>United States Bankruptcy Court/Southern District of New York</b> Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		<b>PROOF OF CLAIM</b>	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)	UNIQUE IDENTIFICATION NUMBER: 888018060	
Name of Debtor Against Which Claim is Held LEHMAN BROTHERS SPECIAL FINANCING INC.	Case No. of Debtor 08-13888 (JMP)		
		<b>THIS SPACE IS FOR COURT USE ONLY</b>	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) LBH (MERGE2.DBF,SCHED_NO) SCHEDULE #: 888018060***** GE FINANCIAL MARKETS LE POLE HOUSE SHIP STREET GREAT DUBLIN 8 IRELAND Attn: Rajiv Mehra, General Manager cc: General Electric CAPITAL Corporation 201 High Ridge Rd, CT 06927 Attn: Senior VP Corporate Treasury and Global Fund Telephone number: _____ Email Address: _____		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____	<b>NOTICE OF SCHEDULED CLAIM:</b> Your Claim is scheduled by the indicated Debtor as:  SCHEDULE G - EXECUTORY CONTRACT OR UNEXPIRED LEASE  DESCRIPTION: DERIVATIVE MASTER ACCOUNT NUMBER 060204GEFM
Name and address where payment should be sent (if different from above)  Telephone number: _____ Email Address: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ <u>\$237,802,450.90</u> If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6. <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* *IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> if claim is based on a Derivative Contract or Guarantee.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim:  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).  Amount entitled to priority: \$ _____	
2. Basis for Claim: <u>See attached schedule.</u> (See instruction #2 on reverse side.)		6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____ (See instruction #6 on reverse side.)	
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		7. Credits: The amount of a 8. Documents: Attach redacted orders, invoices, itemized statements, Attach redacted copies of documents on reverse side.) If the documents DO NOT SEND ORIGINAL SCANNING. If the documents are not available	
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges, as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		FOR COURT USE ONLY <div style="border: 2px solid black; padding: 10px; text-align: center;"> <b>FILED / RECEIVED</b>  <b>SEP 21 2009</b>  <b>EPIQ BANKRUPTCY SOLUTIONS, LLC</b> </div>	
Date: <u>9/18/09</u>		Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  ERIC C. Duenwald 201 High Ridge Rd Stamford, CT 06927 Director (203) 357-4290	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	) Chapter 11
	)
Lehman Brothers Holdings Inc.	) Case No. 08-13555 (JMP)
	) (Jointly Administered with
Debtor.	) Case No. 08-13888)
-----X	

**ATTACHMENT TO PROOF OF CLAIM OF GE FINANCIAL MARKETS**

1. GE Financial Markets ("Claimant") is filing this Proof of Claim against Lehman Brothers Holdings Inc. ("Debtor") with respect to amounts owed by Debtor to Claimant pursuant to Debtor's guarantee of the obligations of Lehman Brothers Special Financing Inc. ("LBSF") under a 2002 ISDA Master Agreement (the "Master Agreement") dated as of December 1, 2004 between Claimant and LBSF. The guarantee obligations of Debtor are set forth in a Guarantee dated as of December 1, 2004 (the "Guarantee").

2. When the Debtor filed for Chapter 11 protection on September 15, 2008, there were numerous derivative transactions between Claimant and LBSF (the "Transactions") that were outstanding under the Master Agreement. Since that filing constituted an Event of Default with respect to LBSF under the terms of the Master Agreement, Claimant subsequently designated September 15, 2008 as the Early Termination Date with respect to the Transactions. That termination was accomplished by means of a notice sent by Claimant to LBSF in accordance with the terms of Section 6(a) of the Master Agreement.

3. Claimant has calculated in accordance with the terms of Section 6(e) of the Master Agreement that there is a payment due from LBSF to Claimant in respect of the Early Termination Date which, after applicable netting, set-off and application of collateral, has the principal amount of \$237,802,450.90 (the "Termination Amount") and Claimant has also

determined that LBSF owes interest on the Termination Amount in accordance with the terms of the Master Agreement (the "Termination Interest", with the Termination Amount and the Termination Interest being collectively referred to as the "Termination Claim"). The details of the calculation of the Termination Amount are set forth in a statement sent by Claimant to LBSF in accordance with the terms of Section 6(d) of the Master Agreement. LBSF is also obligated under the Master Agreement to reimburse Claimant for reasonable fees and expenses which are not presently fully ascertainable. The amounts owed by LBSF are also owed by the Debtor under the terms of the Guarantee.

4. Claimant expressly reserves the right to amend or supplement this Proof of Claim for any purpose whatsoever, including but not limited to the purposes of increasing the amount of its claim hereunder, fixing or liquidating any claims stated herein, specifying claims for ongoing obligations of Debtor that are not expressly described herein.

5. Claimant may have post-petition expense claims against Debtor. By filing this Proof of Claim, Claimant does not waive any of its post-petition claims against Debtor, and expressly reserves all of its rights in connection with such claims.

6. To the best of Claimant's knowledge, no judgment has been rendered on the claims set forth herein.

7. To the best of Claimant's knowledge, all payments made by Debtor in connection with the claims asserted herein have been credited and deducted for the purposes of making this Proof of Claim.

8. Claimant does not waive any right of action that it has or may have against Debtor or any other person or persons.

9. In filing this Proof of Claim, Claimant does not submit itself to the jurisdiction of this Court for any purpose other than with respect to this Proof of Claim.

10. The filing of this Proof of Claim is not intended and should not be construed to be an election of remedies or waiver of any past, present or future defaults or events of default under any agreements between Claimant and Debtor.

11. Since this claim is based on a Guarantee of a Derivative Contract, the supporting documentation will be filed electronically in accordance with the special procedures for Guarantees and Derivative Contracts.

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FILED RECEIVED

JUN 24 2011

U.S. DEPARTMENT OF JUSTICE

RECEIVED

DATE

TIME

**EXHIBIT B**

Evidence of Transfer from Transferor to Transferee



**EXHIBIT B**

**EVIDENCE OF PARTIAL TRANSFER OF CLAIM**

TO: United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")  
Attn: Clerk

AND TO: Lehman Brothers Special Financing Inc. (the "Debtor")  
Case No. 08-13555 (JMP) (Jointly Administered) (the "Case")

Proof of Claim Number 21894

**DEUTSCHE BANK AG, LONDON BRANCH** and its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

**Monarch Master Funding Ltd**  
C/O Monarch Alternative Capital LP  
535 Madison Avenue  
26<sup>th</sup> Floor  
New York NY 10022  
Attn: Michael Gillin  
Email: [michael.gillin@monarchlp.com](mailto:michael.gillin@monarchlp.com); *FUNDOPS@MONARCHLP.COM*  
Phone: (212) 554-1743

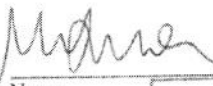
and its successors and assigns ("Buyer"), all right, title and interest in and to Proof of Claim Number 21894, solely to the extent of \$75,000,000.00, (the "Claim") against Debtor in the Case in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Partial Transfer of Claim by its duly authorized representative dated JUNE 22 2011.

**DEUTSCHE BANK AG, LONDON BRANCH**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  

Michael Sutton  
Managing Director

**Monarch Master Funding Ltd**  
By: Monarch Alternative Capital LP  
Its: Advisor

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  

Ross Miller  
Director

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EXHIBIT B**

**EVIDENCE OF PARTIAL TRANSFER OF CLAIM**

TO: United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")  
Attn: Clerk

AND TO: Lehman Brothers Special Financing Inc. (the "Debtor")  
Case No. 08-13555 (JMP) (Jointly Administered) (the "Case")

Proof of Claim Number 21894

**DEUTSCHE BANK AG, LONDON BRANCH** and its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

**Monarch Master Funding Ltd**  
C/O Monarch Alternative Capital LP  
535 Madison Avenue  
26<sup>th</sup> Floor  
New York NY 10022  
Attn: Michael Gillin  
Email: [michael.gillin@monarchlp.com](mailto:michael.gillin@monarchlp.com)  
Phone: (212) 554-1743

*mfundops@monarchlp.com*

and its successors and assigns ("Buyer"), all right, title and interest in and to Proof of Claim Number 21894, solely to the extent of \$75,000,000.00, (the "Claim") against Debtor in the Case in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Partial Transfer of Claim by its duly authorized representative dated June 17 2011.

**DEUTSCHE BANK AG, LONDON BRANCH**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Monarch Master Funding Ltd**  
By: Monarch Alternative Capital LP  
Its: Advisor

By: \_\_\_\_\_  
Name: Christopher Sargiano  
Title: Managing Principal

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_